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Reply to St. Paul office

March 5, 1998

RECORDATION NO. 1059-1 FILED

MAR 6 '98 11-50 AM

Sent Via FedEx

Vernon A. Williams, Secretary
The Surface Transportation Board
U.S. Department of Transportation
1925 K Street, N.W.
Washington, D.C. 20423

Attention: Janis Fort, Room 704

Re: Recordation No. 1059-1 filed July 6, 1979
Lessor - Wilmington Trust Company, Successor to
Trust Company for USL, Inc., Trustee
Lessee - Western Fuels Association, Inc.

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAR 6 11 50 AM '98

Dear Secretary Williams:

Enclosed are four original executed copies of the documents described below, to be recorded pursuant to 49 USC § 11303. This secondary document is a termination and release document, dated as of February 22, 1998. The primary documents to which this is connected are recorded under Recordation No. 1059-1.

We request that this release be cross-indexed. The names and addresses of the parties to the documents are as follows:

Lessor: Wilmington Trust Company, Trustee, Successor to Trust Company for
USL, Inc., Trustee under Western Fuels Trust No. 79-2
1100 North Market Street
Wilmington, Delaware 19890-0001

Lessee: Western Fuels Association, Inc.
405 Lakewood Street, Suite 305
Lakewood, Colorado 80228

The description of the collateral is set forth in the enclosed Termination of Equipment Lease, and is as follows:

Vernon A. Williams, Secretary

March 5, 1998

Page 2

100 Hopper Cars, numbered and marked WFX 79300 to 79399,
both inclusive.

Also enclosed is a check in the amount of \$24.00 payable to The Surface Transportation Board covering the required recordation fee.

Kindly return the stamped original and as many of the remaining originals as are not needed by the Commission for recordation purposes to the undersigned. A postage-paid envelope has been enclosed for your use.

Following is a short summary of the document to appear in the index, as follows:

Document to be Recorded:

Termination of Railcar Lease dated April 15, 1979 for 100 Hopper Cars,
numbered and marked WFX 79300 to 79399, both inclusive.

Very truly yours,



David P. Swanson
Attorney-in-Fact for
Western Fuels Association, Inc.

Enclosures

cc w/ encs: Robert P. Norrgard
Manager of Finance and Administration for
Western Fuels Association, Inc.

Charlotte Paglia, Financial Services Officer
Wilmington Trust Company

TERMINATION OF EQUIPMENT LEASE MAR 6 '98 11-50 AM

THIS TERMINATION OF EQUIPMENT LEASE is made this 25th day of February, 1998, by and between Wilmington Trust Company, successor in interest to Trust Company for USL, Inc., as Trustee under Western Fuels Trust No. 79-2, Lessor, ("WTC"), and Western Fuels Association, Inc., a Wyoming corporation, ("WFA"), Lessee.

WHEREAS, WTC and WFA are parties to a Railcar Equipment Lease, dated as of April 15, 1979, (the "Equipment Lease"); and

WHEREAS, the Equipment Lease was duly filed for recordation with the Interstate Commerce Commission, succeeded by The Surface Transportation Board, (the "STB"), pursuant to 49 U.S.C. Section 11301, on July 6, 1979, at 9:50 a.m. and given Recordation Number 1059.1.

WHEREAS, WTC and WFA desire to terminate and cancel the Equipment Lease and to record such termination and cancellation with the STB.

WHEREAS, WFA represents that there has been no Event of Default under the Equipment Lease.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, WTC and WFA, intending to be legally bound, agree as follows:

1. WTC and WFA hereby terminate and cancel the Equipment Lease, effective as of the date this Termination of Equipment Lease is filed with the STB, and WTC and WFA hereby agree that no rights, duties or liabilities under the Equipment Lease shall survive, except with respect to acts, events, or omissions under the Equipment Lease occurring or relating to the period on or prior to the date hereof. Without limiting the generality of the foregoing, WFA agrees that Sections 6.1 and 6.2 of the Equipment Lease shall survive the termination of the Equipment Lease.
2. The parties agree to record this Termination of Equipment Lease with the STB so as to release any filing against the Equipment arising out of the Equipment Lease.
3. This termination of Equipment Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting only one and the same agreement.

IN WITNESS WHEREOF, WTC and WFA have caused this Termination of Equipment

Lease to be executed as of the day and year first above written.

Wilmington Trust Company, Lessor



Charlotte Paglia
Financial Services Officer

Western Fuels Association, Inc., Lessee


Robert P. Norrgard
Manager of Finance and Administration

Lease to be executed as of the day and year first above written.

Wilmington Trust Company, Lessor

Charlotte Paglia
Financial Services Officer

Western Fuels Association, Inc., Lessee



Robert P. Norrgard
Manager of Finance and Administration

STATE OF DELAWARE)
) : SS
COUNTY OF NEW CASTLE)

On this, the 3RD day of ^{MARCH}~~February~~, 1998, before me, a Notary Public in and for said County and State, personally appeared Charlotte Paglia, who acknowledged herself to be the Financial Services Officer of Wilmington Trust Company, and that, as such officer, being authorized to do so, she freely executed the foregoing instrument for the purposes therein contained for and on behalf of the Trust.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name:
Notary Public

SALLIE V. PEET
NOTARY PUBLIC
My COMMISSION EXPIRES JULY 12, 1998

STATE OF COLORADO)
) : SS
COUNTY OF ARAPAHOE)

On this, the ____ day of February, 1998, before me, a Notary Public in and for said County and State, personally appeared Robert P. Norrgard, who acknowledged himself to be the Manager of Finance and Administration of Western Fuels Association Inc., and that being authorized to do so, he freely executed the foregoing instrument for the purposes therein contained for and on behalf of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) : SS

On this, the _____ day of February, 1998, before me, a Notary Public in and for said County and State, personally appeared Charlotte Paglia, who acknowledged herself to be the Financial Services Officer of Wilmington Trust Company, and that, as such officer, being authorized to do so, she freely executed the foregoing instrument for the purposes therein contained for and on behalf of the Trust.

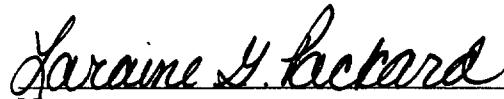
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public

STATE OF COLORADO)
)
COUNTY OF ADAMS) : SS

On this, the 25TH day of February, 1998, before me, a Notary Public in and for said County and State, personally appeared Robert P. Norrgard, who acknowledged himself to be the Manager of Finance and Administration of Western Fuels Association Inc., and that being authorized to do so, he freely executed the foregoing instrument for the purposes therein contained for and on behalf of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name:
Notary Public
MY COMMISSION EXPIRES 1/28/2002

**SCHEDULE 1
TO
TERMINATION OF SECURITY AGREEMENT**

Equipment: 100 Hopper Railcars, marked and numbered WFAX 79300 to 79399, both inclusive

SURFACE TRANSPORTATION BOARD

WASHINGTON, DC., 20423-0001

OFFICE OF THE SECRETARY

Dave P. Swanson
Doherty Rumble & Butler
2800 Minnesota World Trade Center
30 East Seventh Street
Saint Paul, MN., 55101-4999

DATE: 3/6/98

Dear Sir:

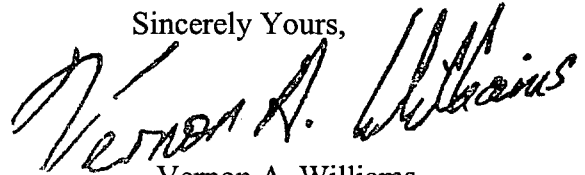
The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C

11301 and 49 CFR 1177.3 (c), on 3/6/98

at 11:50 AM

assigned recordation numbers (s). 10591-C.

Sincerely Yours,



Vernon A. Williams
Secretary

Enclosure(s)

24.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

